ICAHN ENTERPRISES L.P.
Form 4
December 31, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES CORP., 767 FIFTH AVE., SUITE 4700

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ICAHN ENTERPRISES L.P. [IEP]

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
__X__ Other (specify below)
Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Depository Units (1)	12/29/2008		P		10,300	A	$ 25.748	68,639,290	I	please see footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10)
Depository Units (1)	12/30/2008		P		4,500	A	$ 26.0666	68,643,790	I	please see footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9)

										(10)
Depository Units (1)	12/31/2008		P	800	A	$ 26.25	68,644,590	I		please see footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153	X	X		Chairman of the Board

Signatures

CARL C. ICAHN	12/31/2008
**Signature of Reporting Person	Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
(1)	Depository Units representing limited partner interests in Icahn Enterprises L.P., formerly known as American Real Estate Partners L.P.
(2)	Barberry Corp. ("Barberry") beneficially owns 2,957,442 Depository Units. Carl C. Icahn beneficially owns 100% of Barberry. Mr. Icahn, by virtue of his relationship to Barberry, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Depository Units which Barberry directly beneficially owns. Mr. Icahn disclaims beneficial ownership of such Depository Units except to the extent of his pecuniary interest therein.
(3)	CCI Offshore LLC ("CCI Offshore") beneficially owns 3,706,723 Depository Units. Odysseus Holding Corp. ("Odysseus") is the sole member of CCI Offshore. Carl C. Icahn beneficially owns 100% of Odysseus. Each of Mr. Icahn and Odysseus, by virtue of their relationship to CCI Offshore, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Depository Units which CCI Offshore directly beneficially owns. Each of Mr. Icahn and Odysseus disclaims beneficial ownership of such Depository Units except to the extent of their pecuniary interest therein.
(4)	CCI Onshore LLC ("CCI Onshore") beneficially owns 1,515,515 Depository Units. High Coast Limited Partnership ("High Coast") is the sole member of CCI Onshore. Little Meadow Corp. ("Little Meadow") is the general partner of High Coast. Carl C. Icahn beneficially owns 100% of Little Meadow. Each of Mr. Icahn, Little Meadow and High Coast, by virtue of their relationship to CCI Onshore, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Depository Units which CCI Onshore directly beneficially owns. Each of Mr. Icahn, Little Meadow and High Coast disclaims beneficial ownership of such Depository Units except to the extent of their pecuniary interest therein.
(5)	Gascon Partners ("Gascon") beneficially owns 11,892,167 Depository Units. Little Meadow and Astral Gas Corp. ("Astral")are the general partners of Gascon. Unicorn Associates Corp. ("Unicorn") beneficially owns 100% of Astral. ACF Industries Holding Corp. ("ACF") beneficially owns 100% of Unicorn. Highcrest Investors Corp. ("Highcrest") beneficially owns 100% of ACF. Buffalo Investors Corp. ("Buffalo") beneficially owns 99.3% of Highcrest. Starfire Holding Corporation ("Starfire") beneficially owns 100% of Buffalo. Carl C. Icahn beneficially owns 100% of each of Little Meadow and Starfire. Each of Mr. Icahn, Starfire, Buffalo, Highcrest, ACF, Unicorn, Astral and Little Meadow, by virtue of their relationship to Gascon, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Depository Units which Gascon directly beneficially owns.
(6)	Each of Mr. Icahn, Starfire, Buffalo, Highcrest, ACF, Unicorn, Astral and Little Meadow disclaims beneficial ownership of such Depository Units except to the extent of their pecuniary interest therein.
(7)	High Coast beneficially owns 37,009,836 Depository Units. Little Meadow is the general partner of High Coast. Carl C. Icahn beneficially owns 100% of Little Meadow. Each of Mr. Icahn and Little Meadow, by virtue of their relationship to High Coast, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Depository Units which High Coast directly beneficially owns. Each of Mr. Icahn and Little Meadow disclaims beneficial ownership of such Depository Units except to the extent of their pecuniary interest therein.
(8)	Highcrest beneficially owns 3,866,379 Depository Units. Buffalo beneficially owns 99.3% of Highcrest. Starfire beneficially owns 100% of Buffalo. Carl C. Icahn beneficially owns 100% of Starfire. Each of Mr. Icahn, Starfire and Buffalo, by virtue of their relationship to Highcrest, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Depository Units which Highcrest directly beneficially owns. Each of Mr. Icahn, Starfire and Buffalo disclaims beneficial ownership of such Depository Units except to the extent of their pecuniary interest therein.
(9)	Icahn Management LP ("Icahn Management") beneficially owns 3,410,441 Depository Units. CCI Manager LLC ("CCI Manager") is the general partner of Icahn Management. Carl C. Icahn beneficially owns 99.8% of CCI Manager. Each of Mr. Icahn and CCI Manager, by virtue of their relationship to Icahn Management, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Depository Units which Icahn Management directly beneficially owns. Each of Mr. Icahn and CCI Manager disclaims beneficial ownership of such Depository Units except to the extent of their pecuniary interest therein.
(10)	Thornwood Associates Limited Partnership ("Thornwood") beneficially owns 4,286,087 Depository Units. Barberry is the general partner of Thornwood. Carl C. Icahn beneficially owns 100% of Barberry. Each of Mr. Icahn and Barberry, by virtue of their relationship to Thornwood, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Depository Units which Thornwood directly beneficially owns. Each of Mr. Icahn and Barberry disclaims beneficial ownership of such Depository Units except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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